

Committee: Board of Governors of the Guildhall School of Music & Drama	Date: 21 September 2020
Subject: Appointment of Sub Committees for 2020/21	Public
Report of: Town Clerk	For Decision
Report Author: Julie Mayer	

Summary

The purpose of this report is to approve the Committees and Working Groups for 2020/2021. Full terms of reference for these bodies are attached in appendix 1. Governors are invited to express their interest in serving on the Committees and Working Groups.

Recommendations:

The Board is asked to approve:-

- (a) The 2020/21 memberships of the:
 - (i) Audit & Risk Management Committee, along with the appointment of a Chairman;
 - (ii) Finance & Resources Committee;
 - (iii) Governance & Effectiveness Committee;
 - (iv) Reference Sub Committee;
 - (v) Remuneration and Nominations Committee;
 - (vi) Academic Assurance Working Group; and
 - (vii) Capital Projects Strategic Working Group
- (b) The Terms of reference of (i) to (vii) above.

Main Report

1. It should be noted that only **full** Governors may serve on the Audit & Risk Management, Finance & Resources, Governance & Effectiveness and Remuneration and Nominations Committees, although others may be invited to attend. Governors are invited to express their interest in serving on the Committees and Working Parties.

Audit & Risk Management Committee

2. The membership of the Audit & Risk Management Committee in 2019/20 was:
 - Marianne Fredericks (Chairman)
 - Graham Packham (Deputy Chairman)
 - Randall Anderson
 - John Chapman
 - Ann Holmes
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NB: Co-optees Christopher Costigan and Michael Herington were appointed in May 2020 and Ann Holmes stood down.

3. In summary, the Committee's terms of reference provide for its Chair to be appointed by the Board of Governors, from among its own members, and the Committee must consist of governors with no executive responsibility for the management of the Guildhall School. There shall be no fewer than three members; a quorum shall be at least three members. The Chairman of the Board of Governors shall not be a member of the Committee. Members shall not have significant interests in the Guildhall School.
4. At least one member should have recent and relevant experience in finance, accounting or auditing. The Committee may, if it considers it necessary or desirable, co-opt members with particular expertise. No member of the Committee may also be a member of a Finance or Resources Committee (or equivalent) of the Board of Governors of the Guildhall School. Governors are reminded that the Board appointed two new Co-optees to the Audit and Risk Management Committee in May 2020.
5. The Audit & Risk Management Committee should be a small authoritative body which has the necessary financial expertise and the time to examine the institution's risk management control and governance under delegation from the governing body. It should not confine itself to financial systems but should examine risk management, control and governance independently and report areas of concern to the governing body. The Audit & Risk Management committee **must** produce an annual report for the governing body including its opinion on the adequacy and effectiveness of the School's risk management, control and governance arrangements, and arrangements for promoting economy, efficiency and effectiveness (value for money).
6. The quorum for the meetings is 3 Governors.
7. **Recommendations: That you approve the terms of reference, membership and appoint a Chairman of the Audit & Risk Management Committee for 2020/21.**

Finance & Resources Committee

8. The membership of the Finance & Resources Committee for 2019/20 was:
- Vivienne Littlechild (Chairman)
 - Graham Packham (Deputy Chairman)
 - George Abrahams
 - Lew Hodges (Co-opted)
9. Terms of Reference (summary)
- Chairman and Deputy Chairman of the Board shall serve as Chairman and Deputy Chairman of the Finance and Resources Committee.
 - All Members are entitled to vote.
 - Members of the Audit & Risk Management Committee are not eligible to serve as Members of the Finance and Resources Committee and vice versa.
 - Quorum – three Governors.
10. **Recommendations: That you approve the membership and terms of reference of the Finance and Resources Committee for 2020/21.**

Governance & Effectiveness Committee

11. The membership of the Committee for 2019/20 was:
- Maria Delgado (Chairman)
 - Vivienne Littlechild (Deputy Chairman)
 - Marianne Fredericks
 - Ann Holmes
 - Graham Packham
 - Lynn Williams
12. Terms of Reference (summary)
- The Membership shall include the Chairman and Deputy Chairman of the Board of Governors, the Chairman of the Audit & Risk Management Committee, the Principal of the Guildhall School and two Members of the Board of Governors.
 - A Chairman shall be appointed from amongst the membership.

- The quorum consists of three Governors.

13. **Recommendations: That you approve the terms of reference and membership of the Governance & Effectiveness Committee for 2020/21.**

Reference Sub Committee

14. The Reference Sub Committee meets as and when required to consider any issues that arise outside of the normal cycle of the Board and which are not suitable to be advanced through the City's urgency procedures.

15. The membership of the Reference Sub Committee for 2019/20 was:

- Vivienne Littlechild (Chairman)
- Graham Packham (Deputy Chairman)
- Randall Anderson
- Michael Hoffman (Co-optee)

16. Terms of Reference (summary)

- Chairman and Deputy Chairman of the Board shall serve as Chairman and Deputy Chairman of the Reference Sub Committee.
- Quorum of any three Governors.
- All Members are entitled to vote.

17. The Board could appoint further members; ie - as many Non-Common Council Governors as they wish, and up to three lay/independent persons who do not have to be on the Board.

18. **Recommendations: That you approve the terms of reference and membership of the Reference Sub Committee for 2020/21.**

Remuneration and Nominations Committee

19. The Remuneration & Nominations Committee provides advice to the Board of Governors; combining two distinct roles for which there are separate expectations within the CUC HE Code of Governance and considering, amongst other things, the appointment of new co-opted members and staff remuneration and the overall pay structure. Therefore, wherever possible, the agenda will define the two distinct areas of business. It is recognised that all matters relating to the employment of staff fall within the purview of the City of London's Establishment Committee.

20. The membership of the Remuneration and Nominations Committee in 2019/20 was:

- Shreela Ghosh (Chairman)
- Graham Packham (Deputy Chairman)
- Randall Anderson

- John Chapman
- Marianne Fredericks
- Michael Hoffman
- Vivienne Littlechild
- Andy Taylor

21. Terms of Reference (summary)

- Chair of the Committee: a senior co-opted governor who is not the Chair of the Board
- Other members:
 - The Chairman of the Board of Governors
 - The Deputy Chairman of the Board of Governors
 - At least two non-Common Council Governors
 - At least one other Common Council Governor
 - An elected staff member of the Board
 - One senior member of the Academic Staff (not a Vice-Principal)
 - May include up to two other co-opted members (who are not necessarily members of the governing body)

[Note a Remuneration Committee should have a majority of independent members; in this instance this means independent of the School but not necessarily independent of the City of London.]

22. The quorum for the meetings is 3 members (one of which shall be a co-opted member).

23. **Recommendations: That you approve the terms of reference and membership of the Remuneration and Nominations Committee for 2020/21.**

Academic Assurances Working Group

24. The Academic Assurances Working Group review, on behalf of the Board of Governors, the Academic Board annual report and all other matters reported to the Board during the previous academic year on higher education matters, to assist the Board in coming to a view as to whether the academic assurances have been met sufficiently.

25. The membership of the Academic Assurances Working Group in 2019/20 was:
Professor Geoff Crossick

Professor Maria Delgado
Ann Holmes
Katharine Lewis
Vivienne Littlechild
Graham Packham
Lynne Williams
SU President

26. **Recommendations: That you approve the membership of the Academic Assurances Working Group for 2020/21.**

Capital Projects Strategic Working Group

27. The Capital Projects Strategic Working Group reviews large scale capital plans (eg long term rental of property, requests to the City to purchase property) at each stage of development and undertakes option analysis on behalf of the Board to advise them on timescales, challenges (including financial), and options.

The membership of the Capital Projects Strategic Working Group in 2019/20 was:

Andrew Burns (Co-opted) (Chairman)
Randall Anderson
John Chapman
Ann Holmes
Vivienne Littlechild
Graham Packham
Lynne Williams

- In the Chair: A member of the Board of Governors, or committee of the Board of Governors, without residential or electoral interest in the Barbican estate
- Chair of the Board of Governors
- Principal
- Three other (non-School) members of the Board of Governors

28. **Recommendations: That you approve the terms of reference and membership of the Capital Projects Strategic Working Group for 2020/21.**

Contact:

Julie Mayer
Committee & Member Services Officer

Town Clerk's Department

E: julie.mayer@cityoflondon.gov.uk